

1 IRELL & MANELLA LLP  
2 David Siegel (CA SBN 101355)  
dsiegel@irell.com  
3 Charles Elder (CA SBN 186524)  
celder@irell.com  
4 Colin Roth (CA SBN 287096)  
croth@irell.com  
1800 Ave. of the Stars  
5 Los Angeles, CA 90067  
Telephone: 310-277-1010  
6 Facsimile: 310-203-7199

7 Attorneys for Defendants  
8 TESLA MOTORS, INC. and ELON MUSK

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**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

12 ROSS WEINTRAUB, Derivatively on Behalf of ) Case No. 5:14-CV-02817-CRB  
13 Nominal Defendant TESLA MOTORS, INC., )  
14 Plaintiff, )  
15 v. )  
16 ELON MUSK, BRAD W. BUSS, IRA )  
EHRENPREIS, ANTONIO J. GRACIAS, )  
STEVE JURVETSON, )  
HARALD KROEGER, and KIMBAL MUSK., )  
17 Defendants. )  
18 -and- )  
19 TESLA MOTORS, INC., )  
20 Nominal Defendant )  
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**STIPULATION AND [PROPOSED] ORDER  
STAYING LITIGATION PENDING  
DISPOSITION OF MOTION TO DISMISS  
IN A RELATED CASE**

Ctrm: 6, 17th Floor  
Judge: Charles R. Breyer

**STIPULATION**

1            WHEREAS, on November 8, 2013, the case now entitled *In re Tesla Motors, Inc.*  
 2 *Securities Litigation*, Case No. 13-cv-5216 (the “Securities Action”) was filed in this Court;

3            WHEREAS, on June 16, 2014, Defendants Tesla Motors, Inc. (“Tesla”) and Elon Musk in  
 4 the case *In re Tesla Motors, Inc. Securities Litigation*, Case No. 13-cv-5216 filed a motion to  
 5 dismiss the second amended class action complaint in the Securities Action, and a hearing on that  
 6 motion to dismiss is scheduled for September 26, 2014, before the Honorable Charles R. Breyer;

7            WHEREAS, on June 18, 2014, plaintiff Ross Weintraub filed a shareholder derivative  
 8 complaint in this case, *Ross Weintraub, Derivatively on Behalf of Nominal Defendant Tesla*  
 9 *Motors, Inc. v. Elon Musk, et al.*, Case No. 5:14-cv-2817 (the “Derivative Action”);

10          WHEREAS, the Securities Action and Derivative Action contain similar factual  
 11 allegations and certain damages alleged in the Derivative Action arise from the costs incurred by  
 12 Tesla to litigate and to satisfy any potential judgment that may be entered in Securities Action and  
 13 to that extent, are dependent on the Court’s determination of those claims;

14          WHEREAS, the parties want to conserve judicial resources and avoid incurring  
 15 unnecessary costs litigating the Derivative Action during the pendency of the motion to dismiss in  
 16 the Securities Action;

17          WHEREAS, both Tesla and plaintiff Weintraub, who has filed the Derivative Action on  
 18 behalf of Tesla, agree that a stay as described below is in Tesla’s best interest;

19          THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the parties  
 20 to the above-captioned action, through their respective counsel, and subject to Court approval,  
 21 that:

22          1. All proceedings in this action shall be stayed pending disposition of the motion to  
 23 dismiss in the Securities Action.

24          2. All due dates under the Local Rules, Federal Rules of Civil Procedure, and Orders  
 25 of this Court shall be suspended pending disposition of the motion to dismiss in the Securities  
 26 Action.

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3. All discovery shall be suspended pending disposition of the motion to dismiss in the Securities Action.

4. The stay is without prejudice to any party's right to seek an additional stay or other relief upon disposition of the pending motion to dismiss in the Securities Action.

Dated: August 19, 2014

Respectfully submitted,

IRELL & MANELLA LLP

By: /s/ Charles Elder

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Charles Elder  
Attorneys for Defendants TESLA MOTORS,  
INC. and ELON MUSK

Dated: August 19, 2014

## HYNES KELLER & HERNANDEZ, LLC

By: /s/ *Beth A. Keller*

Beth A. Keller  
Attorneys for Plaintiff ROSS WEINTRAUB

**[Proposed] ORDER**

Pursuant to the foregoing stipulation, and good cause having been shown, IT IS SO ORDERED.

Hon. Charles R. Breyer  
United States District Judge

## **SIGNATURE ATTESTATION**

Pursuant to Civil Local Rule 5-1(i)(3), I, Charles E. Elder, attest that concurrence in the filing of this document has been obtained from Beth A. Keller.

/s/ Charles Elder

Charles Elder